### STEPTOE & JOHNSON RECORDATION NO.

ATTORNEYS AT LAW

1330 CONNECTICUT AVENUE APR 3 1989 -3 <u>55</u> PM WASHINGTON, D. C. 20036-1795

> (202) 429-3000 TELEX: 89-2503

INTERSTATE COMMERCE COMMISSION

ROBERT J. CORBER (202) 429-8108

9-0934072

April 3, 1989

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Ms. Noreta R. McGee Secretary Interstate Commerce Commission Room 2215 12th & Constitution Avenue, N.W. Washington, D.C. 20423

ICE Workington, D. C

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303 are the original and one copy of the document hereinafter described. It relates to the railroad equipment identified below.

Supplement No. 1 to Schedule A, dated as of March 28, 1989, between Morgan Guaranty Trust Company of New York, trustee, and Brae Transportation, Inc. (formerly BRAE Corporation), vendor.

The equipment subject to this Supplement is that identified in connection with the primary document which is Equipment Trust Agreement dated as of November 1, 1978, recorded under Recordation Number 9875.

The names and addresses of the parties to the document are as follows:

> Trustee: Morgan Guaranty Trust Company

> > of New York 30 West Broadway

New York, New York

10015

Vendor: Brae Transportation, Inc.

> (formerly BRAE Corporation) One Hundred Sixty Spear Street

San Francisco, CA 94105

A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

Ms. Noreta R. McGee April 3, 1989 Page 2

A short summary of the document to appear in the index follows:

1. Supplement No. 1 to Schedule A, dated as of March 28, 1989, between Morgan Guaranty Trust Company of New York, trustee, and Brae Transportation, Inc. (formerly BRAE Corporation), vendor, covering railcars marked as stated in the document.

Very truly yours,

Robert J. Corber

RJC:smg Enclosures as stated

## Interstate Commerce Commission Washington, D.C. 20423

4.6.89

OFFICE OF THE SECRETARY

Robert J. Corber Attorney Steptoe & Johnson 1330 Conn. Avenue N.W. Washington, D.C. 20036

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4.3.39 at 3:55pm , and assigned recordation number(s). 9875-JJ

Sincerely yours,

Vereta L. M. Gee

Secretary

Enclosure(s)

#### SUPPLEMENT NO. 1 TO SCHEDULE A

(To Equipment Trust dated November 1, 1978)

RECORDATION NO 2875-9

APR 3 1989 -3 55 PM

#### INTERSTATE COMMERCE COMMISSION

This Supplement No. 1 shall be attached to and forms part of the Equipment Trust dated as of November 1, 1978 between Morgan Guaranty Trust Company of New York, ("Trustee") and BRAE Transportation, Inc., formerly BRAE Corporation ("Company").

Lessee	# of Boxcars	Date of <u>Leases</u>	<u>Term</u>	Car Markings & Car Numbers
Ashley, Drew & Northern Railway Co.	275 XP	06/23/78	15 years	ADN 5600-5899
Ashley, Drew & Northern Railway Co.	208 XP	12/31/87	2 years	ADN 9400-9699
Burlington Northern Railroad Company	176 XM	05/01/86	5 years	BN 223392-223647
Gloster Southern Railroad Company	53 XM	07/31/86	5 year	GLSR 1600-1653
The Northern Vermont Corporation	45 XM	01/17/89	4 years	LVRC 5182-5411
Mississippi & Skuna Valley Railroad Co.	26 FB	07/12/79	15 years	MSV 435-484
Little Rock & Western Railway Corporation	10 XM	01/01/89	9 years	LRWN 1141-1150
Port of Tillabrook Bay Railroad	2 XP	03/08/78	15 years	POTB 0116,0130
Texas, Oklahoma & Eastern Railroad Co.	209 XM	11/01/84	10 years	TOE 5100-5549
Texas, Oklahoma & Eastern Railroad Co.	15 XP	05/20/87	10 years	TOE 6025-6039
Texas, Oklahoma & Eastern Railroad Co.	28 XP	10/22/87	2 years	TOE 7100-7127
Greenbrier Leasing Corporation	24 FB	05/13/86	4 years	WCRC 1001–1098 √

# SUPPLEMENT NO. 1 TO SCHEDULE A (Cont) (To Equipment Trust dated November 1, 1978)

<u>Lessee</u>	# of <u>Boxcars</u>	Date of <u>Leases</u>	<u>Term</u>	Car Markings & Car Numbers
Oregon, Pacific & Eastern Railroad Co.	24 XM	03/27/78	15 years	OPE 015112-015192
TOTAL CARS	<u>1,095</u>			

BRAE TRANSPORTATION, INC.

Title: \_\_\_\_\_

Date: \_\_\_\_ ASSISTANT VICE PRESIDENT

,STATE OF CALIFORNIA
)
) ss.
COUNTY OF SAN FRANCISCO
)

On this 2 day of March, in the year 1989, before me personally appeared Leann Lloyd, to me personally known, who, being by me duly sworn, did depose and say that she is the Assistant Vice President of BRAE Transportation, Inc., the corporation which executed the above instrument, that she signed her name to the above instrument by authority of the Board of Directors of said corporation, and that she acknowledged that the execution of the above instrument was the free act and deed of such corporation.

Notary Public

OFFICIAL SEAL
SUZANNE GUIDO
NOTARY PUBLIC-CALIFORNIA
City and Score by San Francisco
My Commission Expires Aug. 14, 1939

My commission expires: 8/14/8